

1-136A032

ELIAS C ALVORD (1942)  
ELLSWORTH C ALVORD (1964)

ROBERT W ALVORD\*  
CHARLES T KAPPLER  
JOHN H DOYLE\*  
JAMES C MARTIN JR\*

\* ALSO ADMITTED IN NEW YORK  
\* ALSO ADMITTED IN MARYLAND

LAW OFFICES  
**ALVORD AND ALVORD**

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N W

WASHINGTON, D.C.

20006-2973

(202) 393-2266

OF COUNSEL  
URBAN A LESTER

TELEX  
440367 A AND A

TELEFAX  
(202) 393-2156

May 16, 1991

17310  
RECORDATION NO. FILED 1428

MAY 16 1991 - 1 55 PM

\$15

New Number

Mr. Sidney L. Strickland, <sup>INTERSTATE COMMERCE COMMISSION</sup>  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) fully executed and acknowledged copies of a Memorandum of Lease Agreement (1990-D) dated as of April 29, 1991, a primary document as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: ABB Credit A/S  
Petermindevej 1  
5000 Odense C  
Denmark

Lessee: New Jersey Transit Corporation  
McCarter Highway & Market Street  
Newark, New Jersey 07101

A description of the railroad equipment covered by the enclosed document is:

One (1) ALP-44 Electric Locomotive bearing  
Lessee's road number 4414.

Also enclosed is a check in the amount of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

MAY 16 1 46 PM '91  
MOTOR VEHICLE UNIT


*Charles T. Kappler*

Mr. Sidney L. Strickland, Jr.  
May 16, 1991  
Page Two

A short summary of the enclosed document to appear in the Commission's Index is:

Memorandum of Lease Agreement (1990-D) dated April 29, 1991 between ABB Credit A/S, Lessor and New Jersey Transit Corporation, Lessee, covering one (1) electric locomotive bearing New Jersey Transit Corporation road number 4414.

Very truly yours,

  
Charles T. Kappler

CTK/bg  
Enclosures

**Interstate Commerce Commission**  
Washington, D.C. 20423

5/16/91

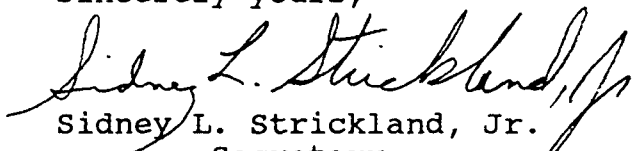
OFFICE OF THE SECRETARY

Charles T. Kappler  
Alvord & Alvord  
918 16th St N.W.  
Washington, D.C. 20423

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/16 at 1:55pm, and assigned recordation number(s). 17310

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

MEMORANDUM OF LEASE AGREEMENT  
[1990-D]

REMOVAL NO 17310  
MAY 16 1991 - 1 55 PM  
INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF LEASE AGREEMENT [1990-D] is made and entered into on this 29<sup>th</sup> day of April, 1991, between ABB CREDIT A/S, a corporation organized and existing under the laws of the Kingdom of Denmark, ("Lessor") and NEW JERSEY TRANSIT CORPORATION, a body corporate and politic established in the Executive Branch of the State Government of New Jersey, ("Lessee").

WITNESSETH:

1. Pursuant to the Lease Agreement [1990-D] dated as of October 8, 1990 and a certain Lease Supplement dated as of April 29, 1991 (collectively, the "Lease") Lessor has leased unto Lessee one (1) ALP-44 Electric Locomotive, bearing markings as set forth on Schedule A attached hereto and incorporated herein (the "Locomotive"). Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Lease.

2. The Lease has taken effect for an Interim Term commencing April 29, 1991 and ending July 4, 1991 or, if such date is not a Banking Day, then the next succeeding Banking Day, and a Basic Lease Term commencing on July 4, 1991 or, if such date is not a Banking Day, then the next succeeding Banking Day, and to end on January 4, 1998 or, if such date is not a Banking Day, then the next succeeding Banking Day. The Lease is subject to renewal for the Extended Term, ending on January 4, 2003 or, if such date is not a Banking Day, then the next succeeding Banking Day

3. Pursuant to the Call Option Agreement [1990-D] dated as of October 8, 1990 ("Call Option Agreement") between Lessor as Call Optiongrantor and Lessee as Call Optionholder, Lessee, at its election, may purchase the Locomotives pursuant to the terms and upon the conditions contained in the Call Option Agreement.

4. The names, addresses and telephone numbers of the Lessor and Lessee are as follows:

Lessor: ABB Credit A/S  
Petersmindevej 1  
5000 Odense C  
Denmark  
Attention: Managing Director  
Tel. #: 45-66-14-70-80

Lessee: New Jersey Transit Corporation  
McCarter Highway & Market Street  
P.O. Box 10009  
Newark, New Jersey 07101  
Attention: Albert R. Hasbrouck  
Assistant Executive  
Director for  
Corporate Affairs  
Tel. #: (201) 643-7131

IN WITNESS WHEREOF, the parties hereto have duly  
executed this Memorandum of Lease as of the day and year  
first written above.

ABB CREDIT A/S

By: 

Name: JOHN B. LEE

Title: ATTORNEY-IN-FACT

NEW JERSEY TRANSIT  
CORPORATION

By: 

Name: William P. McManimon, Jr.

Title: Acting Treasurer

CORPORATE ACKNOWLEDGMENT

(Pursuant to 49 C.F.R. 1177.3)

STATE OF NEW JERSEY       :  
                                  ss.:  
COUNTY OF ESSEX

On this 22nd day of April, 1991, before me personally appeared William P. McManimon, Jr., to me personally known, who being by me duly sworn, says that he is the Acting Treasurer of NEW JERSEY TRANSIT CORPORATION, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_

An Attorney at Law of New Jersey

CORPORATE ACKNOWLEDGMENT

(Pursuant to 49 C.F.R. 1177.3)

STATE OF NEW YORK :  
COUNTY OF NEW YORK : ss.:

On this 29th day of April, 1991, before me personally appeared John B. Lee, to me personally known, who being by me duly sworn, says that (s)he is the Attorney-in-Fact of ABB CREDIT A/S, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Name: Esther K. Wolberger

Title: ESTHER K. WOLBERGER

[NOTARY]

NOTARY PUBLIC State of New York  
No 41-4798755 Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires October 31, 1991

031191NJT23

SCHEDULE A  
[1990-D]

DESCRIPTION

LESSEE

ALP-44 Electric Locomotive  
No. 4414

New Jersey Transit  
Corporation